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PROPOSED ATTORNEYS FOR TX. C. C., INC., ET AL.,
 DEBTORS AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF TEXAS
 SHERMAN DIVISION**

IN RE:	§	
	§	CASE NO. 17-40297
TX. C. C., INC., et al.,	§	(Chapter 11)
	§	(Joint administration pending)
Debtors.	§	HEARING SET: March 13, 2017, 10:00 am

**EMERGENCY MOTION OF DEBTORS AND DEBTORS IN
 POSSESSION UNDER 11 U.S.C. §§ 105(A), 363, 364, 1107(A) AND 1108
 FOR ORDER (A) AUTHORIZING (I) MAINTENANCE OF EXISTING
 BANK ACCOUNTS, (II) CONTINUED USE OF EXISTING BUSINESS
 FORMS, AND (III) CONTINUED USE OF CASH MANAGEMENT
 SYSTEM; AND (B) GRANTING RELATED RELIEF**

TO THE HONORABLE BRENDA T. RHOADES, U.S. BANKRUPTCY JUDGE:

TX. C.C., Inc. and the related debtors and debtors in possession¹ (collectively, the “Debtors”) file this *Emergency Motion Under 11 U.S.C. §§ 105(a), 363, 364, 1107(a) and 1108 for Order (A) Authorizing (i) Maintenance of Bank Accounts, (ii) Continued Use of Existing Business Forms, and (iii) Continued Use of Cash Management System; and (B) Granting Related*

¹ The debtors in these Chapter 11 cases (each a “Debtor” and collectively, the “Debtors”) are TX. C. C., Inc. (Case No. 17-40297), Texas Land & Cattle of Fairview, LLC (Case No. 17-40300), Lone Star Steakhouse & Saloon of Springfield, Inc. (Case No. 17-40303), Lone Star Steaks, Inc. Case No. 17-40330), Texas Land & Cattle Steakhouse of North Carolina (Case No. 17-40332), TXLC of Arlington II, LLC (Case No. 17-40333), Lone Star Steakhouse & Saloon of Southern Missouri (Case No. 17-40334), Lone Star Steakhouse & Saloon of Florida, Inc. (Case No. 17-40335), TXLC of Missouri, Inc. (Case No. 17-40336), Lone Star Steakhouse & Saloon of Michigan, Inc. (Case No. 17-40339), Lone Star Steakhouse & Saloon of Mississippi, Inc. (Case No. 17-40340), Lone Star Steakhouse & Saloon of Oklahoma, Inc. (Case No. 17-40341), Lone Star Steakhouse & Saloon of Ohio, Inc. (Case No. 17-40342), Texas LC Liquor Company (Case No. 17-40443), and LS Management, Inc. (Case No. 17-40508).

Relief (the “Motion to Maintain Bank Accounts”) seeking authorization to maintain and continue using their (i) existing bank accounts, (ii) checks and business forms, and (iii) cash management system, and in support thereof would show the Court the following.

INTRODUCTION

1. By this Motion, the Debtors request entry of an order pursuant to §§ 105(a), 363, 364, 1107(a) and 1108 of the Bankruptcy Code authorizing them to maintain and continue using their prepetition bank accounts, continue use of checks on their bank accounts and business forms, and continue using their cash management system in the ordinary course of the Debtors' businesses.

Jurisdiction and venue

2. This Court has jurisdiction over these chapter 11 cases and the Motion pursuant to 28 U.S.C. §§ 1334 and 157(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

FACTUAL BACKGROUND

The Commencement of the Bankruptcy Cases.

3. The Debtors in which operating restaurants are contained (collectively, the “Operating Debtors”) each filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §101 et seq. (the “Code”) on the dates indicated below, thereby initiating the respective bankruptcy cases and creating their respective bankruptcy estates.

4. The Debtors in which operating restaurants are contained (collectively, the “Operating Debtors”) each filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §101 et seq. (the “Code”) on the dates indicated below, thereby initiating the respective bankruptcy cases and creating their respective bankruptcy estates.

Debtor	Case No.	Petition Date
TX. C. C., Inc.	17-40297	2/13/2017
Texas Land & Cattle of Fairview, LLC	17-40300	2/13/2017
Lone Star Steakhouse & Saloon of Springfield, Inc.	17-40303	2/13/2017
Lone Star Steaks, Inc	17-40330	2/17/2017
Texas Land & Cattle Steak House of North Carolina, Inc.	17-40332	2/18/2017
TXLC of Arlington II, LLC	17-40333	2/18/2017
Lone Star Steakhouse & Saloon of Southern Missouri	17-40334	2/19/2017
Lone Star Steakhouse & Saloon of Florida, Inc.	17-40335	2/19/2017
TXLC of Missouri, Inc.	17-40336	2/19/2017
Lone Star Steakhouse & Saloon of Michigan, Inc.	17-40339	2/20/2017
Lone Star Steakhouse & Saloon of Mississippi, Inc.	17-40340	2/20/2017
Lone Star Steakhouse & Saloon of Oklahoma, Inc.	17-40341	2/20/2017
Lone Star Steakhouse & Saloon of Ohio, Inc.	17-40342	2/21/2017
TX LC Liquor Company ²	17-40443	3/3/2017
LS Management, Inc. ³	17-40508	3/8/2017

5. The Operating Debtors and all other Debtors are operating as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

6. No trustee, examiner or statutory creditors' committee has been appointed in these Chapter 11 cases.

The identity and background of the Debtors and Debtors in Possession.

7. The Operating Debtors own and operate two steakhouse dining concepts, Texas Land & Cattle and Lone Star Steakhouse & Saloon.

8. As of the filing of this Motion, the Operating Debtors currently operate a total of twenty-nine (29) locations across the two brands.

² TX LC Liquor Company is a debtor which primarily holds the liquor and/or beverage licenses of the Operating Debtors.

³ LS Management, Inc. is a debtor which serves as the management company of the Operating Debtors.

Factual background in support of the relief requested.

9. Just prior to the Petition Date for each respective bankruptcy case, the Operating Debtors, in an effort to separate prepetition operations from post-petition operations, each opened two new and separate accounts, one as an operating account and a second account to capture and segregate trust fund taxes. A list of the relevant bank accounts of the Operating Debtors is set forth in **Exhibit 1**.⁴

10. Although opened prepetition, these accounts have functioned as debtor-in-possession accounts since the commencement of these cases. Accordingly, the Operating Debtors seek to maintain these accounts going forward.

11. The Debtors have been in communication with the office of the United States Trustee regarding the bank accounts opened for the Operating Debtors, and the office of the United States Trustee is believed to have approved these arrangements for use on a going forward basis.

12. In addition, LS Management, Inc. ("LS Management") is acting as the management company of the Operating Debtors. LS Management will maintain a prepetition account to act as a concentration account to sweep funds from the Operating Debtors and in order to satisfy the post-petition obligations of the Debtors and any prepetition obligations approved by the Court from the central management office of and for the Operating Debtors maintained by LS Management.

13. In addition, LS Management has opened operating and tax accrual accounts for and on behalf of two of the Operating Debtors, Texas Land & Cattle Steak House of North Carolina, Inc. and TXLC of Missouri, Inc. until such time as those two Operating Debtors are

⁴ All exhibits are incorporated by reference herein as if fully set forth verbatim. *See* Fed. R. Civ. P. 10(c).

able to resolve issues pertaining to their corporate status in the State of Missouri and the State of North Carolina.

14. In addition, LS Management maintains two accounts which it wishes to continue post-petition. One is an account that is maintained for the Flexible Spending Account associated with certain employee benefit programs. The second is an account at Regions Bank that is maintained to service a particular area where Bank of America does not provide armored car service for the pickup and/or delivery of cash to the affected restaurant(s). *See* Exhibit 1.

15. The Debtors' newly implemented cash management system functions smoothly and permits the efficient collection of cash for the benefit of the Debtors and all parties in interest. Any requirement that the Debtors open new accounts, again, would potentially result in confusion and delays and hinder the efficient use of the Debtors' resources, including the possibility of substantial delay during the critical first days of these cases.

16. It would not be possible to promptly establish an equally efficient second new cash management system. Without access to the recently implemented system, the Debtors would be forced to establish an even newer system for handling receipts and disbursements and to manually obtain and generate their financial information at substantial additional costs, until a new system can be created. Establishment of an even newer system would entail delay and costs. At a minimum, substantial disruptions to the Debtors' business would occur by, among other things, delaying payments to employees and vendors.

17. The Debtors also utilize standard form documents such as checks, purchase orders, invoices, and other business related forms (collectively, the "Forms") in the ordinary course of business. By virtue of the nature and scope of the Debtors' business, and the numerous

parties with whom the Debtors routinely deal, continuing to use these Forms would be in the best interest of the Debtors and would avoid significant costs and delays in creating new forms.

RELIEF REQUESTED

18. The Debtors current cash management system, bank accounts, and Forms are key components of its ongoing business operations, and cannot easily be replaced without causing significant damage to the Debtors' estate. Accordingly, the Debtors seek a court order authorizing them to (i) continue their current cash management system, (ii) maintain their current bank accounts, and (iii) continue their use of Forms in the ordinary course of business.

19. A proposed Order is submitted with this Motion to Maintain Bank Accounts and is incorporated by reference herein.

BASIS OF RELIEF

20. Section 105(a) of the Bankruptcy Code authorizes the Court to issue "any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." 11 U.S.C. § 105(a).

21. The relief requested in this Motion is necessary to preserve business continuity and to lessen the likelihood of disruption to the Debtors' operations, and is in the best interests of the Debtors' creditors. Requiring the Debtors to implement (a) new bank accounts, (b) a new cash management system, and (c) the use of new business forms, books and records would place an undue burden on the Debtors estates.

22. In view of the time delay and confusion that would be involved in creating a new cash management system, opening new bank accounts and closing existing bank accounts, and creating new Forms, it is imperative that the Debtors be permitted to continue to use their existing systems, accounts, and forms in order to avoid disruption to the normal operation of

their businesses. The Debtors currently have in place record keeping systems and will be able to ensure that all pre-petition and post-petition transactions are adequately documented and readily ascertainable.

23. Bankruptcy Rule 6003 provides that, “[e]xcept to the extent that relief is necessary to avoid immediate and irreparable harm, the court shall not, within 21 days after the filing of the petition, grant relief regarding ... a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate” Fed. R. Bankr. P. 6003(b). The Debtors submit that, because the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein, Bankruptcy Rule 6003 has been satisfied.

24. In addition, in order to implement the foregoing successfully, the Debtors respectfully request a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). Pursuant to Bankruptcy Rule 6004(h), “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As set forth above, the payments proposed herein are essential to prevent potentially irreparable damage to the operations, value, and ability of the Debtors to reorganize. Accordingly, the Debtors submit that ample cause exists to justify a waiver of the 14-day stay imposed by Bankruptcy Rule 6004(h), to the extent it applies.

APPLICABLE AUTHORITIES

25. The Debtors reserve the right to file a separate brief in support of the relief requested in this Motion to Maintain Bank Accounts.

RESERVATION OF RIGHTS

26. The Debtors reserve the right to amend, supplement, and/or withdraw this Motion to Maintain Bank Accounts prior to any interim hearing or final hearing.

DECLARATION IN SUPPORT

27. The Debtors reserve the right to file a separate declaration in support of this Motion, which will be filed prior to the hearing.

NOTICE

28. Notice of this Motion was served upon the parties appearing in the Debtors' Master Service List. In addition, separate notice was provided to the bank(s) referenced and described in Exhibit 1.

CONCLUSION AND PRAYER

WHEREFORE, the Debtors respectfully request that this Court (a) enter an order authorizing the Debtors to maintain and continue using their existing (i) Bank Accounts, (ii) checks and other business forms without reference to the Debtors' debtor-in-possession status, and (iii) Cash Management System, and (b) grant the Debtors such other and further relief to which the Debtors are entitled at law or in equity.

Dated: March 8, 2017

Respectfully submitted:

WEYCER, KAPLAN, PULASKI & ZUBER, P.C.

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PROPOSED ATTORNEYS FOR TX. C. C., INC., ET
AL., DEBTORS AND DEBTORS IN POSSESSION

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:	§	
	§	CASE NO. 17-40297
TX. C. C., INC. , et al. ¹	§	(Chapter 11)
	§	
Debtor.	§	

**ORDER GRANTING EMERGENCY MOTION OF DEBTORS AND
DEBTORS IN POSSESSION UNDER 11 U.S.C. §§ 105(A), 363, 364,
1107(A) AND 1108 FOR ORDER (A) AUTHORIZING (I) MAINTENANCE
OF EXISTING BANK ACCOUNTS, (II) CONTINUED USE OF EXISTING
BUSINESS FORMS, AND (III) CONTINUED USE OF CASH
MANAGEMENT SYSTEM**

On this day came on for consideration the *Emergency Motion Under 11 U.S.C. §§ 105(a), 363, 364, 1107(a) and 1108 for Order (A) Authorizing (i) Maintenance of Bank Accounts, (ii) Continued Use of Existing Business Forms, and (iii) Continued Use of Cash Management System; and (B) Granting Related Relief* (the “Motion”) filed herein on March 8, 2017 by TX. C.C., Inc. Et al. and the related and/or affiliated debtors and debtors in possession (collectively, the “Debtors”). Having reviewed the Motion and all matters brought to the Court’s attention at the hearing on March 13, 2017, and after due deliberation and consideration, the Court finds that notice was appropriate under the circumstances, and no further notice is necessary, and that cause exists to grant the relief requested in the Motion to the extent set forth below.

¹ The debtors in these Chapter 11 cases (each a “Debtor” and collectively, the “Debtors”) are TX. C. C., Inc. (Case No. 17-40297), Texas Land & Cattle of Fairview, LLC (Case No. 17-40300), Lone Star Steakhouse & Saloon of Springfield, Inc. (Case No. 17-40303), Lone Star Steaks, Inc. Case No. 17-40330), Texas Land & Cattle Steakhouse of North Carolina (Case No. 17-40332), TXLC of Arlington II, LLC (Case No. 17-40333), Lone Star Steakhouse & Saloon of Southern Missouri (Case No. 17-40334), Lone Star Steakhouse & Saloon of Florida, Inc. (Case No. 17-40335), TXLC of Missouri, Inc. (Case No. 17-40336), Lone Star Steakhouse & Saloon of Michigan, Inc. (Case No. 17-40339), Lone Star Steakhouse & Saloon of Mississippi, Inc. (Case No. 17-40340), Lone Star Steakhouse & Saloon of Oklahoma, Inc. (Case No. 17-40341), Lone Star Steakhouse & Saloon of Ohio, Inc. (Case No. 17-40342), Texas LC Liquor Company (Case No. 17-40443), and LS Management, Inc. (Case No. 17-40508).

IT IS THEREFORE ORDERED THAT:

1. The Motion is granted as set forth herein.
2. All capitalized terms shall have the same meaning as ascribed to such terms in the Motion, unless otherwise defined herein.
3. The Court grants the Debtors with authority to maintain their current cash management system as referenced and described in the Motion and continue to use the same in their ordinary course of business.
4. The Court grants the Debtors with authority to maintain their current bank accounts.
5. The Court grants the Debtors with authority to continue to use their Forms without reference to the Debtors' debtor-in-possession status.
6. The Debtors are hereby authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
7. The requirements set forth in Bankruptcy 6003(b) are satisfied.
8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.
9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a) and 6004(h) or otherwise, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry and the requirements of Bankruptcy Rules 6004(a) and 6004(h) are hereby waived.
10. The Debtors shall serve a copy of this Order on any entities or individuals identified on the Debtors' Master Service List and upon any vendor or financial institution which is affected directly by this Motion.
11. This Court shall maintain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT 1

Bank Name	Account Name	Bank Account #	Legal Entity Owner	Additional Notes
Bank of America	Lone Star Steakhouse & Saloon of Florida, Inc. - Concentration	xxxxxx9718	Lone Star Steakhouse & Saloon of Florida, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Florida, Inc. - Tax Accruals	xxxxxx9721	Lone Star Steakhouse & Saloon of Florida, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Michigan, Inc. - Concentration	xxxxxx0037	Lone Star Steakhouse & Saloon of Michigan, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Michigan, Inc. - Tax Accruals	xxxxxx0040	Lone Star Steakhouse & Saloon of Michigan, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Mississippi, Inc. - Concentration	xxxxxx9750	Lone Star Steakhouse & Saloon of Mississippi, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Mississippi, Inc. - Tax Accruals	xxxxxx9763	Lone Star Steakhouse & Saloon of Mississippi, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Ohio, Inc. - Concentration	xxxxxx9802	Lone Star Steakhouse & Saloon of Ohio, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Ohio, Inc. - Tax Accruals	xxxxxx9815	Lone Star Steakhouse & Saloon of Ohio, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Oklahoma, Inc. - Concentration	xxxxxx9734	Lone Star Steakhouse & Saloon of Oklahoma, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Oklahoma, Inc. - Tax Accruals	xxxxxx9747	Lone Star Steakhouse & Saloon of Oklahoma, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Southern Missouri, Inc. - Concentration	xxxxxx9828	Lone Star Steakhouse & Saloon of Southern Missouri, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Southern Missouri, Inc. - Tax Accruals	xxxxxx9831	Lone Star Steakhouse & Saloon of Southern Missouri, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Springfield, Inc. - Concentration	xxxxxx9776	Lone Star Steakhouse & Saloon of Springfield, Inc.	New BofA Account
Bank of America	Lone Star Steakhouse & Saloon of Springfield, Inc. - Tax Accruals	xxxxxx9789	Lone Star Steakhouse & Saloon of Springfield, Inc.	New BofA Account
Bank of America	Lone Star Steaks, Inc. - Concentration	xxxxxx9938	Lone Star Steaks, Inc.	New BofA Account
Bank of America	Lone Star Steaks, Inc. - Tax Accruals	xxxxxx9941	Lone Star Steaks, Inc.	New BofA Account
Bank of America	LS Management - Concentration	xxxxxx9187	LS Management Inc	New BofA Account
Bank of America	Texas Land & Cattle of Fairview, LLC - Concentration	xxxxxx9873	Texas Land & Cattle of Fairview, LLC	New BofA Account
Bank of America	Texas Land & Cattle of Fairview, LLC - Tax Accruals	xxxxxx9886	Texas Land & Cattle of Fairview, LLC	New BofA Account
Bank of America	TX.C.C., Inc. - Concentration	xxxxxx0066	TX.C.C., Inc.	New BofA Account
Bank of America	TX.C.C., Inc. - Tax Accruals	xxxxxx0079	TX.C.C., Inc.	New BofA Account
Bank of America	TXLC of Arlington II, LLC - Concentration	xxxxxx9844	TXLC of Arlington II, LLC	New BofA Account
Bank of America	TXLC of Arlington II, LLC - Tax Accruals	xxxxxx9857	TXLC of Arlington II, LLC	New BofA Account
Bank of America	Texas Land & Cattle Steak House of North Carolina, Inc. - Concentration	TBD	Texas Land & Cattle Steak House of North Carolina, Inc.	LS Management account temporary
Bank of America	Texas Land & Cattle Steak House of North Carolina, Inc. - Tax Accruals	TBD	Texas Land & Cattle Steak House of North Carolina, Inc.	LS Management account temporary
Bank of America	TXLC of Missouri, Inc. - Concentration	TBD	TXLC of Missouri, Inc.	LS Management account temporary
Bank of America	TXLC of Missouri, Inc. - Tax Accruals	TBD	TXLC of Missouri, Inc.	LS Management account temporary
Bank of America	BOA Flex Benefits Account	xxxxxx9835	LS Management Inc	Flexible Spending Account.
Regions	Regions Depository	xxxx4843	LS Management Inc	Cash account for armored car service.